

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

November 14, 2001

IN RE:)
)
APPROVAL OF RESALE AGREEMENT) DOCKET NO. 01-00729
NEGOTIATED BY BELL SOUTH)
TELECOMMUNICATIONS, INC. AND CI2)
PURSUANT TO SECTIONS 251 AND 252 OF)
THE TELECOMMUNICATIONS ACT OF)
1996)

ORDER APPROVING RESALE AGREEMENT

The *Petition for Approval of Resale Agreement Negotiated Between BellSouth Telecommunications, Inc. and CI²* Pursuant to the *Telecommunications Act of 1996* came before the Tennessee Regulatory Authority (the "Authority") at the October 23, 2001 Authority Conference. The Agreement was filed on August 22, 2001 and came before the Authority pursuant to 47 U.S.C. §§ 251 and 252.

Based upon the Petition, the record in this matter, and the standards for review set forth in 47 U.S.C. §§ 251 and 252, the Directors unanimously approved the Agreement and made the following findings and conclusions:

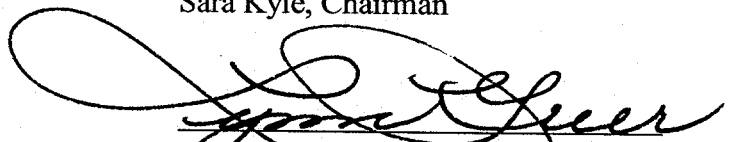
- 1) The Authority has jurisdiction over public utilities pursuant to Tenn. Code Ann. § 65-4-104.
- 2) The Agreement is in the public interest as it provides consumers with alternative sources of telecommunications services within BellSouth Telecommunications, Inc.'s service area.
- 3) The Agreement is not discriminatory to telecommunications service providers that are not parties thereto.

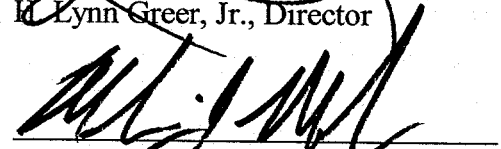
- 4) No person or entity has sought to intervene in this docket.
- 5) The Agreement satisfies the standards for approval set forth in 47 U.S.C. §§ 251 and 252.
- 6) The Agreement is reviewable by the Authority pursuant to 47 U.S.C. §§ 251 and 252 and Tenn. Code Ann. § 65-4-104 *et seq.*

IT IS THEREFORE ORDERED THAT:


The Resale Agreement negotiated between BellSouth Telecommunications, Inc. and CI² is approved and is subject to the review of the Authority as provided herein.


Sara Kyle, Chairman


H. Lynn Greer, Jr., Director


Melvin J. Malone, Director

ATTEST:


K. David Waddell, Executive Secretary